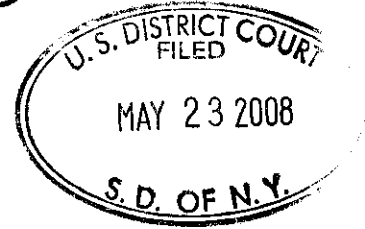


**SCANNED**

# NED

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**



**00-CV-01422**

## SUPERSEDEAS BOND

**BOND NO. 6519618**

CSI Investment Partners II, L.P., CIS Acquisition Partners, L.P., Canterbury Mezzanine Capital, L.P., David C Thompson, M. Gerard Keehan, Vineet Pruthi, Donald J. Shea, James M. Rothe, Michael Cossel, John J. Adams, Robert E. Richardson, Marilyn Schwartz, and Charles Caudle

Plaintiffs,

- against -

Cendant Corporation, Henry Silverman, Samuel Katz and Cosmo Corigliano

## Defendants

Cendant Corporation,

Counterclaim-Plaintiff,

- against -

CSI Investment Partners II, L.P., CIS Acquisition Partners, L.P., Canterbury Mezzanine Capital, L.P., David C Thompson, M. Gerard Keehan, Vineet Pruthi, Donald J. Shea, James M. Rothe, Michael Cossel, John J. Adams, Robert E. Richardson, Marilyn Schwartz, and Charles Caudle.

### Counterclaim-Defendants,

- and -

Tonya Carmichael, Lincolnshire Equity, Inc.,  
Lincolnshire Management, Inc., Steve Kumble,  
and Thomas J. Maloney.

### Additional Counterclaim-Defendants.

APPROVED  
J. MICHAEL MCMAHON  
CLERK

BI DAVID J. THOMAS  
Deputy Clerk

Whereas, on the 16<sup>th</sup> day of May, 2008 in the above-captioned action, the Clerk of the Court entered judgment in favor of the Plaintiffs; CSI Investment Partners II, L.P,

5/23/08

Delaware limited partnership, CIS Acquisition Partners, L.P., a Delaware limited partnership, Canterbury Mezzanine Capital, L.P., a Delaware limited partnership, David C Thompson, M. Gerard Keehan, Vineet Pruthi, Donald J. Shea, James M. Rothe, Michael Cossel, John J. Adams, Robert E. Richardson, Marilyn Schwartz, and Charles Caudle and against the Defendants; Cendant Corporation, a Delaware corporation, Henry Silverman, Samuel Katz and Cosmo Corigliano in the amount of \$97,847,513.29.


And the said Defendants having been aggrieved thereby, intending to appeal from the aforementioned judgment to the United States Court of Appeals for the Second Circuit and desiring to suspend enforcement of the judgment pending determination of the appeal;

NOW, THEREFORE, Realogy Corporation, (as Principal) and Safeco Insurance Company of America (as Surety), a surety approved with the United States Department of the Treasury, and being duly registered with the Department of Insurance for the State of New York, with an office and usual place of business at Safeco Plaza, 1001 4th Ave, Suite 1700, Seattle, WA 98185 undertake and promise to pay CSI Investment Partners II, L.P, Delaware limited partnership, CIS Acquisition Partners, L.P., a Delaware limited partnership, Canterbury Mezzanine Capital, L.P., a Delaware limited partnership, David C Thompson, M. Gerard Keehan, Vineet Pruthi, Donald J. Shea, James M. Rothe, Michael Cossel, John J. Adams, Robert E. Richardson, Marilyn Schwartz, and Charles Caudle sixty-two point five (62.5) percent of all damages, costs and interest that may be awarded to them following the appeal of this matter up to the sum of **Sixty Seven Million, Eight Hundred Eighty-One Thousand, Seven Hundred Twelve and 34/100 Dollars (\$67,881,712.34)** if the judgment so appealed from, or any part of it, is affirmed, or the appeal is dismissed. Realogy Corporation undertakes this obligation for the benefit of defendant Cendant Corporation, n/k/a Avis Budget Group, Inc.

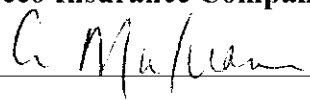
In any case, the maximum liability of the Surety shall not exceed the aggregate sum of **Sixty Seven Million, Eight Hundred Eighty-One Thousand, Seven Hundred Twelve and 34/100 Dollars (\$67,881,712.34).**

Signed and sealed this 22nd day of May, 2008

**Realogy Corporation (for the benefit of defendant Cendant Corporation, n/k/a Avis Budget Group, Inc.) as Principal**

  
\_\_\_\_\_  
Anthony E. Hull, EVP CFO Treasurer

**Safeco Insurance Company of America as Surety**

  
\_\_\_\_\_  
Ann Marie Keane, Attorney-in-Fact

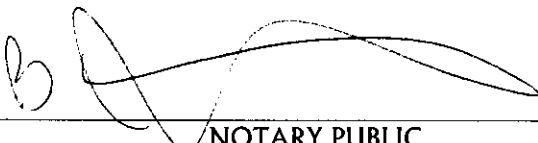
BOND

REV. 1/92

ACKNOWLEDGMENT BY SURETY COMPANY  
(Signed by One Authorized Person)

STATE OF NEW JERSEY  
: SS:  
COUNTY OF MORRIS

On this 22nd day of May, 2008 before me personally came Ann Marie Keane  
to me personally known and known to me to be ATTORNEY-IN-FACT of  
SAFECO INSURANCE COMPANY OF AMERICA  
a corporation described in and which executed the within instrument, who being by me duly sworn, did depose  
and say that he/she resides at Parsippany, New Jersey, and that he/she is the  
ATTORNEY-IN-FACT of said corporation; that he knows the seal of the said corporation; that the seal affixed to  
the said instrument is such corporation seal; that it was so affixed by order of the Board of Directors of said  
corporation, and that he/she signed his/her name thereto by like order; and that the said corporation has,  
pursuant to Section 1111 of the Insurance Law of the State of New York, received from the Superintendent of  
Insurance of the State of New York a certificate of qualification evidencing the qualification of said corporation  
and its sufficiency under any law of the State of New York as surety or guarantor, and the propriety of accepting  
and approving it as such; and that such certificate has not been revoked.

  
\_\_\_\_\_  
NOTARY PUBLIC  
**BROOKE D. JUNTILLA**  
**NOTARY PUBLIC OF NEW JERSEY**  
**MY COMMISSION EXPIRES FEBRUARY 17, 2011**



## SAFECO INSURANCE COMPANY OF AMERICA

## FINANCIAL STATEMENT — DECEMBER 31, 2007

Assets		Liabilities	
Cash and Bank Deposits.....	\$ 53,483,126	Unearned Premiums.....	\$ 728,534,002
*Bonds — U.S. Government.....	16,728,067	Reserve for Claims and Claims Expense.....	1,560,913,950
*Other Bonds.....	2,478,711,287	Funds Held Under Reinsurance Treaties.....	430,979
*Stocks.....	499,235,954	Reserve for Dividends to Policyholders.....	2,421,611
Real Estate.....	0	Additional Statutory Reserve.....	—
Agents' Balances or Uncollected Premiums.....	625,553,621	Reserve for Commissions, Taxes and	
Accrued Interest and Rents.....	33,936,490	Other Liabilities.....	936,336,881
Other Admitted Assets.....	359,599,572	<b>Total.....</b>	<b>\$3,228,637,423</b>
<b>Total Admitted Assets.....</b>	<b>\$4,067,248,117</b>	Special Surplus Funds.....	\$ 226,334
		Capital Stock.....	5,000,000
		Paid in Surplus.....	275,002,873
		Unassigned Surplus.....	558,381,487
		<b>Surplus to Policyholders.....</b>	<b>838,610,694</b>
		<b>Total Liabilities and Surplus.....</b>	<b>\$4,067,248,117</b>



\* Bonds are stated at amortized or investment value; Stocks at Association Market Values.  
Securities carried at \$124,368,976 are deposited as required by law.

I, TIM MIKOLAJEWSKI, Senior Vice-President of SAFECO Insurance Company of America, do hereby certify that the foregoing is a true, and correct statement of the Assets and Liabilities of said Corporation, as of December 31, 2007, to the best of my knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation at Seattle, Washington, this 1st day of March, 2008.

T. Mikolajewski  
Senior Vice-President

POWER  
OF ATTORNEY

Safeco Insurance Company of America  
General Insurance Company of America  
Safeco Plaza  
Seattle, WA 98185

KNOW ALL BY THESE PRESENTS:

No. 12795

That **SAFECO INSURANCE COMPANY OF AMERICA** and **GENERAL INSURANCE COMPANY OF AMERICA**, each a Washington corporation, does each hereby appoint

\*\*\*\*\*ANN MARIE KEANE; THOMAS G. PIEGARI; ROBERT S. RAPP, JR.; Parsippany, New Jersey\*\*\*\*\*

its true and lawful attorney(s)-in-fact, with full authority to execute on its behalf fidelity and surety bonds or undertakings and other documents of a similar character issued in the course of its business, and to bind the respective company thereby.

IN WITNESS WHEREOF, **SAFECO INSURANCE COMPANY OF AMERICA** and **GENERAL INSURANCE COMPANY OF AMERICA** have each executed and attested these presents

this 24th day of March, 2006

STEPHANIE DALEY-WATSON, SECRETARY

MIKE PETERS, PRESIDENT, SURETY

## CERTIFICATE

Extract from the By-Laws of **SAFECO INSURANCE COMPANY OF AMERICA**  
and of **GENERAL INSURANCE COMPANY OF AMERICA**:

"Article V, Section 13. - FIDELITY AND SURETY BONDS ... the President, any Vice President, the Secretary, and any Assistant Vice President appointed for that purpose by the officer in charge of surety operations, shall each have authority to appoint individuals as attorneys-in-fact or under other appropriate titles with authority to execute on behalf of the company fidelity and surety bonds and other documents of similar character issued by the company in the course of its business... On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile. On any instrument conferring such authority or on any bond or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced; provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking."

Extract from a Resolution of the Board of Directors of **SAFECO INSURANCE COMPANY OF AMERICA**  
and of **GENERAL INSURANCE COMPANY OF AMERICA** adopted July 28, 1970.

"On any certificate executed by the Secretary or an assistant secretary of the Company setting out,

- (i) The provisions of Article V, Section 13 of the By-Laws, and
- (ii) A copy of the power-of-attorney appointment, executed pursuant thereto, and
- (iii) Certifying that said power-of-attorney appointment is in full force and effect,

the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof."

I, Stephanie Daley-Watson, Secretary of **SAFECO INSURANCE COMPANY OF AMERICA** and of **GENERAL INSURANCE COMPANY OF AMERICA**, do hereby certify that the foregoing extracts of the By-Laws and of a Resolution of the Board of Directors of these corporations, and of a Power of Attorney issued pursuant thereto, are true and correct, and that both the By-Laws, the Resolution and the Power of Attorney are still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of said corporation

this 22nd day of May, 2008



STEPHANIE DALEY-WATSON, SECRETARY

Safeco® and the Safeco logo are registered trademarks of Safeco Corporation.

**State of New York**  
**INSURANCE DEPARTMENT**

**WHEREAS IT APPEARS THAT**

**SAFECO Insurance Company of America**

**Home Office Address**                      Seattle, Washington

**Organized under the Laws of**        Washington

**has complied with the necessary requirements of or pursuant to law, it is hereby**

**licensed to do within this State the business of**

fire, miscellaneous property, water damage, burglary and theft, glass, boiler and machinery, elevator, animal, collision, personal injury liability, property damage liability, workers' compensation and employers' liability, fidelity and surety, credit, motor vehicle and aircraft physical damage, marine and inland marine, marine protection and indemnity, and gap insurance, as specified in paragraph(s) 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21, and 26(A)(B)(C)(D) of Section 1113(a) of the New York Insurance Law, and also such workers' compensation insurance as may be incident to coverages contemplated under paragraphs 20 and 21 of Section 1113(a), including insurances described in the Longshoremen's and Harbor Workers' Compensation Act (Public Law No. 803, 69 Cong. as amended; 33 USC Section 901 et seq. as amended) and as authorized by Section 4102(c), insurance of every kind or description outside of the United States and reinsurance of every kind or description to the extent permitted by certified copy of its charter document on file in this Department until July 1, 2008.



In Witness Whereof, I have hereunto set  
my hand and affixed the official seal of this  
Department at the City of Albany, New York, this  
1st day of July, 2007

Eric R. Dinallo  
Superintendent

By *Salvatore Castiglione*

Salvatore Castiglione  
Special Deputy Superintendent